

SEP 18 '12 -12 28 PM

**SURFACE TRANSPORTATION BOARD**

**LAW OFFICES OF  
LOUIS E. GITOMER, LLC.**

LOUIS E. GITOMER  
Lou@lgraillaw.com

MELANIE B. YASBIN  
Melanie@lgraillaw.com  
410-296-2225

September 18, 2012

600 BALTIMORE AVENUE, SUITE 301  
BOWSON, MARYLAND 21204-4022  
(410) 296-2250 • (202) 466-6532  
FAX (410) 332-0885

Ms. Cynthia T. Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment of Lease, a secondary document, dated as of September 18, 2012. The primary document to which this is connected is recorded under Recordation No. 30365-B. We request that this document be recorded under Recordation No. 30365-G.

The names and addresses of the parties to the Memorandum of Assignment of Lease are:

Assignor:

Banc of America Leasing and Capital, LLC  
2059 Northlake Parkway, 4 South  
Tucker, GA 30084

Assignee:

All Points Capital Corp. d/b/a Capital One Equipment Leasing & Finance  
275 Broad Hollow Road  
Melville, NY 11747

A description of the equipment covered by the Memorandum of Assignment of Lease consists of 76 tank cars numbered AZXX 10000, 10002-10004, inclusive, 10006-10013, inclusive, 10015, 10016, 10018-10027, inclusive, 10029, 10030, 10032-10053, inclusive, 10055-10065, inclusive, 10067, 10068, 10070-10078, inclusive, 10080, 10081, 10083-10085, inclusive, and 10087

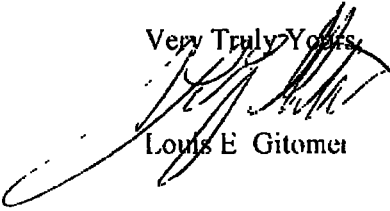
Ms. Cynthia T. Brown  
September 18, 2012  
Page 2

A fee of \$42.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou@lgrailaw.com

A short summary of the document to appear in the index follows: a Memorandum of Assignment of Lease between Banc of America Leasing and Capital, LLC, 2059 Northlake Parkway, 4 South Tucker, GA 30084, and All Points Capital Corp d/b/a Capital One Equipment Leasing & Finance, 275 Broad Hollow Road Melville, NY 11747, covering 76 tank cars numbered AZXX 10000, 10002-10004, inclusive, 10006-10013, inclusive, 10015, 10016, 10018-10027, inclusive, 10029, 10030, 10032-10053, inclusive, 10055-10065, inclusive, 10067, 10068, 10070-10078, inclusive, 10080, 10081, 10083-10085, inclusive, and 10087.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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~~SURFACE TRANSPORTATION BOARD~~

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MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of September 18, 2012

between

ALL POINTS CAPITAL CORP. D/B/A CAPITAL ONE EQUIPMENT LEASING &  
FINANCE,  
as Assignee

and

BANC OF AMERICA LEASING & CAPITAL, LLC,  
as Assignor

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FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO  
49 U.S.C. §11301 on September \_\_\_\_, 2012 at \_\_\_\_:\_\_\_\_.m.

STB Assignment

## MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of September 18, 2012, by and between ALL POINTS CAPITAL CORP. D/B/A CAPITAL ONE EQUIPMENT LEASING & FINANCE (the "Assignee") and BANC OF AMERICA LEASING & CAPITAL, LLC (the "Assignor"), with reference to the following:

Assignor, as Lessor, and Arizona Chemical Company, LLC, as Lessee, have heretofore executed that certain Rail Equipment Net Leasing Agreement No. 176000-90000 dated as of August 30, 2012, and, pursuant thereto, that certain Schedule No. 003 dated August 30, 2012 (collectively, the "Lease"), pertaining to the railcars described therein and further described on Exhibit No. 1 attached hereto (the "Railcars").

Assignor, as assignor, and Assignee, as assignee, have executed that certain Assignment and Specification of Assigned Lease Schedule dated as of the date hereof to that certain Master Assignment Agreement dated as of October 8, 2009 by and between Assignor and Assignee, pursuant to which (a) Assignor has assigned to Assignee all of Assignor's rights and obligations under the Lease and Assignee has assumed from Assignor all of Assignor's rights and obligations under the Lease, in each case, solely with respect to the assigned Railcars, and (b) Assignor has sold the assigned Railcars to Assignee.

The parties hereto wish to show for public record this Memorandum of Assignment of Lease to provide notice of such assignment.

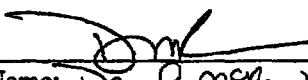
This Memorandum of Assignment of Lease relates only to the sale by Assignor to Assignee of the assigned Railcars described herein and the assignment by Assignor to Assignee of the Lease solely as it pertains to such Railcars.

This Memorandum of Assignment of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Assignment of Lease.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease to be executed as of the date first above written.

ALL POINTS CAPITAL CORP. D/B/A CAPITAL ONE  
EQUIPMENT LEASING & FINANCE

By:   
Name: Samuel McLean  
Title: SUP

BANC OF AMERICA LEASING & CAPITAL, LLC

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease to be executed as of the date first above written.

ALL POINTS CAPITAL CORP. D/B/A CAPITAL ONE  
EQUIPMENT LEASING & FINANCE

By: \_\_\_\_\_  
Name:  
Title:

BANC OF AMERICA LEASING & CAPITAL, LLC

By: Annemarie L. Warren  
Name: **Annemarie L. Warren**  
Title: **Vice President**

STATE OF NEW YORK )  
COUNTY OF New York ) ss.

I HEREBY CERTIFY, that on this 13<sup>th</sup> day of September, 2012, before me, the undersigned, a Notary Public of the State of NEW YORK, personally appeared Daniel McKew, who acknowledged himself to be the Senior Vice President of ALL POINTS CAPITAL CORP. D/B/A CAPITAL ONE EQUIPMENT LEASING & FINANCE, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Senior Vice President of said company by signing the name of the company by himself as the Senior Vice President - - - -

AS WITNESS my hand and notarial seal.

Dianna E. Klau  
Notary Public

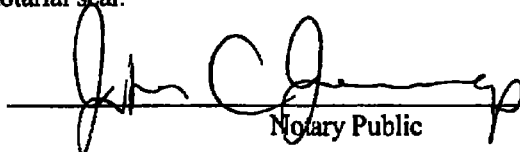
My commission expires: \_\_\_\_\_.

DIANNA E. KLAU  
Notary Public, State of New York  
No. 31-4739025  
Qualified in New York County  
Commission Expires Sept. 30, 20 13

STATE OF Massachusetts       )  
  ) ss.  
COUNTY OF Suffolk        )

I HEREBY CERTIFY, that on this 13<sup>th</sup> day of September, 2012, before me, the undersigned, a Notary Public of the State of Massachusetts, personally appeared Annemarie L. Warren, who acknowledged herself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by herself as the Vice President.

AS WITNESS my hand and notarial seal.

  
\_\_\_\_\_  
Notary Public

My commission expires:



**JENNIFER C. JENNINGS**  
Notary Public  
Commonwealth of Massachusetts  
My Commission Expires  
March 16, 2018



EXHIBIT NO. 1  
TO MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

Year	Manufacturer	Description	Car Numbers
2002	Trinity	Unlined Tank Car	AZXX010000
2002	Trinity	Unlined Tank Car	AZXX010002
2002	Trinity	Unlined Tank Car	AZXX010003
2002	Trinity	Unlined Tank Car	AZXX010004
2002	Trinity	Unlined Tank Car	AZXX010006
2002	Trinity	Unlined Tank Car	AZXX010007
2002	Trinity	Unlined Tank Car	AZXX010008
2002	Trinity	Unlined Tank Car	AZXX010009
2002	Trinity	Unlined Tank Car	AZXX010010
2002	Trinity	Unlined Tank Car	AZXX010011
2002	Trinity	Unlined Tank Car	AZXX010012
2002	Trinity	Unlined Tank Car	AZXX010013
2002	Trinity	Unlined Tank Car	AZXX010015
2002	Trinity	Unlined Tank Car	AZXX010016
2002	Trinity	Unlined Tank Car	AZXX010018
2002	Trinity	Unlined Tank Car	AZXX010019
2002	Trinity	Unlined Tank Car	AZXX010020
2002	Trinity	Unlined Tank Car	AZXX010021
2002	Trinity	Unlined Tank Car	AZXX010022
2002	Trinity	Unlined Tank Car	AZXX010023
2002	Trinity	Unlined Tank Car	AZXX010024
2002	Trinity	Unlined Tank Car	AZXX010025
2002	Trinity	Unlined Tank Car	AZXX010026
2002	Trinity	Unlined Tank Car	AZXX010027
2002	Trinity	Unlined Tank Car	AZXX010029
2002	Trinity	Unlined Tank Car	AZXX010030
2002	Trinity	Unlined Tank Car	AZXX010032
2002	Trinity	Unlined Tank Car	AZXX010033
2002	Trinity	Unlined Tank Car	AZXX010034
2002	Trinity	Unlined Tank Car	AZXX010035
2002	Trinity	Unlined Tank Car	AZXX010036
2002	Trinity	Unlined Tank Car	AZXX010037
2002	Trinity	Unlined Tank Car	AZXX010038
2002	Trinity	Unlined Tank Car	AZXX010039
2002	Trinity	Unlined Tank Car	AZXX010040
2002	Trinity	Unlined Tank Car	AZXX010041
2002	Trinity	Unlined Tank Car	AZXX010042

2002	Trinity	Unlined Tank Car	AZXX010043
2002	Trinity	Unlined Tank Car	AZXX010044
2002	Trinity	Unlined Tank Car	AZXX010045
2002	Trinity	Unlined Tank Car	AZXX010046
2002	Trinity	Unlined Tank Car	AZXX010047
2002	Trinity	Unlined Tank Car	AZXX010048
2002	Trinity	Unlined Tank Car	AZXX010049
2002	Trinity	Unlined Tank Car	AZXX010050
2002	Trinity	Unlined Tank Car	AZXX010051
2002	Trinity	Unlined Tank Car	AZXX010052
2002	Trinity	Unlined Tank Car	AZXX010053
2002	Trinity	Unlined Tank Car	AZXX010055
2002	Trinity	Unlined Tank Car	AZXX010056
2002	Trinity	Unlined Tank Car	AZXX010057
2002	Trinity	Unlined Tank Car	AZXX010058
2002	Trinity	Unlined Tank Car	AZXX010059
2002	Trinity	Unlined Tank Car	AZXX010060
2002	Trinity	Unlined Tank Car	AZXX010061
2002	Trinity	Unlined Tank Car	AZXX010062
2002	Trinity	Unlined Tank Car	AZXX010063
2002	Trinity	Unlined Tank Car	AZXX010064
2002	Trinity	Unlined Tank Car	AZXX010065
2002	Trinity	Unlined Tank Car	AZXX010067
2002	Trinity	Unlined Tank Car	AZXX010068
2002	Trinity	Unlined Tank Car	AZXX010070
2002	Trinity	Unlined Tank Car	AZXX010071
2002	Trinity	Unlined Tank Car	AZXX010072
2002	Trinity	Unlined Tank Car	AZXX010073
2002	Trinity	Unlined Tank Car	AZXX010074
2002	Trinity	Unlined Tank Car	AZXX010075
2002	Trinity	Unlined Tank Car	AZXX010076
2002	Trinity	Unlined Tank Car	AZXX010077
2002	Trinity	Unlined Tank Car	AZXX010078
2002	Trinity	Unlined Tank Car	AZXX010080
2002	Trinity	Unlined Tank Car	AZXX010081
2002	Trinity	Unlined Tank Car	AZXX010083
2002	Trinity	Unlined Tank Car	AZXX010084
2002	Trinity	Unlined Tank Car	AZXX010085
2002	Trinity	Unlined Tank Car	AZXX010087